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JAN 21 1981 -1 15 PM
BURLINGTON NORTHERN
INTERSTATE COMMERCE COMMISSION

JAN 21 1981 -1 15 PM
INTERSTATE COMMERCE COMMISSION

JAN 21 1981 -1 15 PM
INTERSTATE COMMERCE COMMISSION

LAW DEPARTMENT

RECORDATION NO. _____ Filed 1425

RECORDATION NO. _____ Filed 1425

12785-1-021

176 East Fifth Street
St. Paul, Minnesota 55101
Telephone (612) 298-2121

RECORDATION NO. _____ Filed 1425

JAN 21 1981 -1 15 PM
JAN 21 1981 -1 15 PM
Fee \$ 50.00

JAN 21 1981 -1 15 PM
INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE COMMISSION

ICC Washington, D. C.

Office of the Secretary
Interstate Commerce Commission
Washington, D.C. 20423

RECORDATION NO. _____ Filed 1425

January 20, 1981

RECORDATION NO. _____ Filed 1425

Gentlemen:

JAN 21 1981 -1 15 PM

JAN 21 1981 -1 15 PM

INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE COMMISSION

There is submitted herewith for filing with the Commission pursuant to Section 11303 of the Interstate Commerce Act two fully conformed counterparts of that certain St. Paul-Duluth Division Mortgage of the Northern Pacific Railway Company dated June 15, 1900 which ran in favor of Guaranty Trust Company Of New York as Trustee, together with Amendments thereto, dated July 1, 1902, April 6, 1908, June 1, 1920, April 24, 1937, April 27, 1942, December 30, 1943, March 2, 1970 and October 14, 1976, together with two original counterparts of the Satisfaction and Release of said mortgage dated November 12, 1980.

Enclosed is a check payable to the order of the Commission for \$50.00 in payment of the recordation fee.

The names and addresses of the parties to the mortgage are as follows:

St. Paul-Duluth Division Mortgage, Northern Pacific Railway Company

Original Trustee: Guaranty Trust Company of New York
New York, New York

Successor Trustee: Morgan Guaranty Trust Company of New York
Attn: Corporate Trust Department
30 West Broadway
New York, New York 10015

Original Mortgagor: Northern Pacific Railway Company
176 East Fifth Street
St. Paul, Minnesota 55101

RECEIVED
JAN 21 1981
FEE OF \$50.00
ST. PAUL, MINN.

Paul Ruedel
Steven
Chas. [unclear]

January 20, 1981

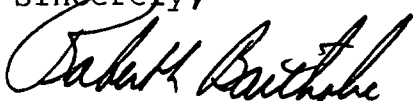
Successor Mortgagor: Burlington Northern Inc.
176 East Fifth Street
St. Paul, Minnesota 55101

General Description of the Mortgage:

All of the line of railroad branches and other property formerly belonging to the St. Paul-Duluth Railway Company (predecessor in interest and title to Northern Pacific Railway Company, predecessor in interest and title to Burlington Northern Inc.), the main line of which extend generally from the City of St. Paul in Ramsey County, Minnesota, to Lake Superior at Duluth in St. Louis County, Minnesota, a distance of 156 miles more or less, together with branches thereof as more fully described in the Granting Clauses of said mortgage. All of which have now been released from the lien of the mortgage and the mortgage fully cancelled, satisfied, and discharged.

Please return to the individual presenting these documents for recordation, Mrs. Carolyn H. Kunkel, one set of the enclosed documents, stamped and bearing the notation as provided in Section 1116.5(a) of the Commission's Regulations.

Sincerely,



Robert L. Bartholic
Assistant General Counsel

RLB/gtdl,23



BURLINGTON NORTHERN

LAW DEPARTMENT

176 East Fifth Street
St. Paul, Minnesota 55101
Telephone (612) 298-2121

No. 02.51177
Date JAN 23 1981
For \$ 110.00
Burlington, D. C.

January 21, 1981

Mrs. Carolyn H. Kunkel
Kunkel Transportation Services, Inc.
Suite 523
425-13th Street N.W.
Washington, D.C. 20004

Dear Mrs. Kunkel:

With reference to Mr. Bartholic's telephone conversation today with Ms. Mildred Lea of the Recording Section of the Interstate Commerce Commission I am enclosing a check for an additional \$110 filing fee for the filing and recordation of the St. Paul-Duluth Division Mortgage of the Northern Pacific Railway Company dated June 15, 1900 and its supplements and Satisfaction with the Interstate Commerce Commission.

Please handle as before.

Very truly yours,

Patricia A. Jung

Patricia A. Jung
Administrative Secretary

Enclosure

RECEIVED
JAN 23 1981
FEE OPERATION RR

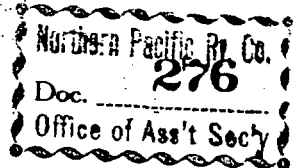
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RECORDATION NO.

127851

FILED 1428

JAN. 21 1981 - 1 55 PM



SUBINTERSTATE COMMERCE COMMISSION

INDENTURE dated this 27th day of April, 1942, between NORTHERN PACIFIC RAILWAY COMPANY, a corporation under the laws of the State of Wisconsin, party of the first part, and GUARANTY TRUST COMPANY OF NEW YORK, a corporation under the laws of the State of New York, party of the second part,

WHEREAS, on November 1, 1870, The Stillwater and Saint Paul Railroad Company did make, execute and deliver a mortgage of its corporate railroad property and franchises unto Samuel M. Felton and William G. Moorhead, Trustees, and of which mortgage the Guaranty Trust Company of New York is now trustee, and

WHEREAS, The Stillwater and Saint Paul Railroad Company conveyed its properties to the Saint Paul and Duluth Railroad Company by deed dated March 2, 1899, consisting of a line of railroad extending from the City of Stillwater in Washington County, Minnesota, to the City of White Bear in the County of Ramsey, Minnesota, and

WHEREAS, the Northern Pacific Railway Company acquired the properties of the Saint Paul and Duluth Railroad Company by deed dated June 15, 1900, subject, however, to the aforesaid The Stillwater and Saint Paul Railroad Company mortgage dated November 1, 1870, the First Mortgage of Saint Paul and Duluth Railroad Company dated July 1, 1881, Second Mortgage of Saint Paul and Duluth Railroad Company dated August 3, 1887, and First Consolidated Mortgage of Saint Paul and Duluth Railroad Company dated June 1, 1898, and

WHEREAS, Northern Pacific Railway Company on June 15, 1900, executed a mortgage to Guaranty Trust Company of New York, designated as Saint Paul-Duluth Division Mortgage, and

WHEREAS, the Northern Pacific Railway Company on July 1, 1914, executed a mortgage to Guaranty Trust Company of New York and William S. Tod, known as the Refunding and Improvement Mortgage of the Northern Pacific Railway Company, of which mortgage Guaranty Trust Company of New York is now the sole trustee, and

WHEREAS, the properties of the Saint Paul and Duluth Railroad Company conveyed by the aforesaid deed of June 15, 1900, are subject to the liens of said Duluth Division Mortgage and Refunding and Improvement Mortgage of Northern Pacific Railway Company by the terms thereof, and

WHEREAS, a public highway at Dellwood, Washington County, Minnesota, was relocated in 1915, requiring the shifting of a portion of the line formerly owned by The Stillwater and Saint Paul Railroad Company, and the Northern Pacific Railway Company acquired certain land hereinafter described for a right of way for the relocated line, in exchange for the right of way abandoned upon the relocation of the line, and

WHEREAS, Guaranty Trust Company of New York as Trustee of the aforesaid mortgage of The Stillwater and Saint Paul Railroad Company, and Saint Paul-Duluth Division Mortgage, and Refunding and Improvement Mortgage of Northern Pacific Railway Company, and pursuant to the terms thereof, has requested as further assurance the execution and delivery by the Northern Pacific Railway Company of an instrument of mortgage supplementary to said mortgages, specifically subjecting to the liens thereof the property hereinafter described which was received by the Northern Pacific Railway Company in the above mentioned exchange of properties, and

WHEREAS, the execution of this instrument has been duly authorized by the Board of Directors of the Northern Pacific Railway Company at meetings held on the 25th day of September, 1941, and April 23, 1942.

NOW THEREFORE, in consideration of the premises and of other good and valuable considerations, the receipt of which is hereby acknowledged, in order to subject said property fully and completely to the lien of said mortgage of The Stillwater and Saint Paul Railroad Company, dated November 1, 1870, Saint Paul-Duluth Division Mortgage dated June 15, 1900, and Refunding and Improvement Mortgage dated July 1, 1914, hereinbefore described, the Northern Pacific Railway Company has granted, bargained, sold and conveyed, and does hereby grant, bargain, sell, and convey unto Guaranty Trust Company of New York as Trustee of the aforesaid mortgages, its successors and assigns, forever, all and singular, the land hereinbefore referred to, acquired by the Northern Pacific Railway Company for a right of way for its relocated line, situated in the County of Washington, State of Minnesota, described as follows:

Those portions of Blocks 11 and 13, Dellwood, according to the recorded plat thereof, Lots "L" and "M" Yacht Club Division, according to the recorded plat thereof, and of the unplatted portion of the NW $\frac{1}{4}$ NE $\frac{1}{4}$ of Section 18, Township 30 North, Range 21 West, 4th P. M., Washington County, Minnesota, described as follows:

Commencing at a point in the east line of said Block 13, 50 feet northeasterly, measured at right angles, from the center line of the original main track of the Northern Pacific Railway Company's Stillwater Branch as formerly constructed and operated; thence northwesterly parallel with said track center line 419.73 feet, which is the true point of beginning; thence north 69°33' east to a point 50 feet northeasterly, measured at right angles, from the center line of the present main track of said Railway Company's Stillwater Branch; thence northwesterly parallel with the center line of said present main track and 50 feet northeasterly therefrom to the southeasterly line of Oakland Avenue as shown upon the recorded plat of Dellwood; thence southwesterly along the southeasterly line of Oakland Avenue to a point 50 feet northerly, measured at right angles, from the center line of said original main track as formerly constructed; thence southeasterly parallel with the center line of said original main track to the point of beginning. Also that portion of said Block 11, Dellwood, described as follows: Beginning at a point in the southeasterly line of said Oakland Avenue 50 feet northeasterly, measured at right angles, from the center line of the present main track of said Railway Company; thence southeasterly parallel with the center line of the present main track 450 feet, more or less, to a point 50 feet northeasterly, measured at right angles, from the center line of that certain spur track now constructed, in a northwesterly direction from a connection with said main track; thence northwesterly parallel with the center line of said spur track and a northwesterly production thereof to the southeasterly line of said Oakland Avenue; thence southwesterly along the southeasterly line of Oakland Avenue to the point of beginning.

Also those portions of the southeast quarter of the northeast quarter (SE $\frac{1}{4}$ NE $\frac{1}{4}$) of said Section 18, and of said block thirteen (13) of Dellwood, described as follows: Beginning at a point on the northeasterly boundary of the present right of way of the Northern Pacific Railway Company's Stillwater Branch where the same intersects the east line of said block

thirteen (13); running thence northwesterly, along said northeasterly boundary of right of way, four hundred nineteen and seventy-three hundredths (419.73) feet, more or less, to the southeasterly boundary of the premises of the White Bear Yacht Club; thence north sixty-nine degrees thirty-eight minutes east (N69°38'E) to a point distant fifty (50) feet northeasterly, measured at right angles, from the center line of the main track of the Northern Pacific Railway Company's Stillwater Branch, as the same has been relocated, reconstructed and is now operated; thence southeasterly, parallel with said center line and distant fifty (50) feet therefrom, to a point on the northeasterly boundary of the present right of way of said Stillwater Branch in said southeast quarter of the northeast quarter (SE $\frac{1}{4}$ NE $\frac{1}{4}$); thence northwesterly, along said boundary of right of way, to the point of beginning.

TO HAVE AND TO HOLD the same unto said Trustees, its successors and assigns forever.

SUBJECT HOWEVER, to First Mortgage of Saint Paul and Duluth Railroad Company to Central Trust Company of New York, Trustee, dated July 1, 1881, Second Mortgage of Saint Paul and Duluth Railroad Company to Central Trust Company of New York, Trustee, dated August 3, 1887, and First Consolidated Mortgage of Saint Paul and Duluth Railroad Company, dated June 1, 1898, of which Manufacturers Trust Company is now Trustee, in so far as said mortgages are superior in lien to the aforesaid Saint Paul-Duluth Division Mortgage and Refunding and Improvement Mortgage, of Northern Pacific Railway Company.

BUT IN TRUST NEVERTHELESS for the equal and proportionate benefit and security of all and every the present and future holders of any and every bond and interest obligation issued under and secured by or to be issued under and secured by the said mortgage of The Stillwater and Saint Paul Railroad Company, the Saint Paul-Duluth Division Mortgage, and Refunding and Improvement Mortgage as therein set forth.

IN WITNESS WHEREOF the Northern Pacific Railway Company, party of the first part, has caused this indenture to be signed and acknowledged or proved by its Vice President and its corporate seal to be hereunto affixed and the same to be attested by the signature of its Secretary, and the Guaranty Trust Company of New York, party of the second part, has caused this indenture to be signed and acknowledged or proved by its President and its corporate seal to be hereunto affixed and the same to be attested by the signature of its Assistant Secretary, in token of its acceptance of the trusts hereby created, the day and year first above written.

Witnesses as to Northern
Pacific Railway Company:

Jules J. Auge
Olive M. Fisher

NORTHERN PACIFIC RAILWAY COMPANY

By B. W. Scandrett
Vice President

(SEAL)

Attest:

A. M. Gottschald
Secretary

Witnesses as to Guaranty
Trust Company of New York:

W. J. Kingston
J. F. O'Rorke

GUARANTY TRUST COMPANY OF NEW YORK

By Arthur E. Burke
Vice President

Attest:

F. H. Kuhn
Assistant Secretary

(SEAL)

STATE OF MINNESOTA)
COUNTY OF RAMSEY) ss

On this 27th day of April, 1942, before me appeared B. W. Scandrett and A. M. Gottschald, to me personally known, who being by me duly sworn, did say that they are respectively the Vice President and Secretary of the Northern Pacific Railway Company; that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was executed on behalf of said corporation by authority of its board of directors, and said B. W. Scandrett and A. M. Gottschald each acknowledged said instrument to be the free act and deed of said corporation.

(Notarial Seal)

C. B. Theits
Notary Public, Ramsey County, Minn.,
My commission expires Jan. 24, 1944.

STATE OF NEW YORK)
COUNTY OF NEW YORK) ss
CITY OF NEW YORK)

On this 18th day of May, in the year 1942, before me, Wm. J. Burnham, a notary public, personally appeared Arthur E. Burke, to me known to be the Vice President of the Guaranty Trust Company of New York, the corporation which executed the foregoing instrument, and who being duly sworn did say that the seal affixed to said instrument is the corporate seal of said corporation and that said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors, and the said Arthur E. Burke acknowledged said instrument to be the free act and deed of said corporation.

Given under my hand and official seal this 18th day of May, 1942.

(Notarial Seal)

Wm. J. Burnham
Notary Public, City, County and
State of New York,
My commission expires March 30, 1944